

RECORDATION NO. 23852 FILED

FEB 05 '02

12-48 PM

**SURFACE TRANSPORTATION BOARD**

**ALVORD AND ALVORD**

ATTORNEYS AT LAW

1600 K STREET, NW

SUITE 200

WASHINGTON, D.C.

20006-2973

(202) 393-2266

FAX (202) 393-2156

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

February 5, 2002

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) copies of an Memorandum Lease, dated as of January 28, 2002, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Compass Rail IV Corporation  
750 Battery Street  
Suite 430  
San Francisco, CA 94111

Lessee: CCC Transport Company  
333 Cypress Run  
Suite 200  
Houston, TX 77094

A description of the railroad equipment covered by the enclosed document is:

25 covered hopper railcars within the series RAIX 57127 - RAIX 57211

23852 1248

Mr. Vernon A. Williams  
February 5, 2002  
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Lease

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/anm  
Enclosures

FEB 05 '02

12-48 PM

MEMORANDUM OF LEASE  
As of January 28, 2002

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE is intended to evidence the RAILCAR LEASE AGREEMENT dated as of January 28, 2002 (the "Lease") by and between COMPASS RAIL IV CORPORATION, a California corporation with offices at 750 Battery Street, Suite 430, San Francisco, CA 94111 ("Lessor") and CCC TRANSPORT COMPANY, a Delaware corporation with offices at 333 Cypress Run, Suite 200, Houston, TX 77094 ("Lessee"). This Memorandum of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C Section 11301 and with the Registrar General of Canada under applicable law.

Pursuant to the Lease, the Lessor has leased to the Lessee the Railcars specified on Schedule 1 hereto (the "Railcars").

IN WITNESS WHEREOF, Assignor and Assignee have caused this Memorandum to be duly executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

LESSOR:

Compass Rail IV Corporation

*Ben J. Assaf*

By: Ben J. Assaf  
Title: Executive Vice President  
Dated: \_\_\_\_\_



State of California )  
County of San Francisco )

On this 28 day of JANUARY, 2001, before me personally appeared BEN J ASSAF, to me personally known, who being by me duly sworn says that such person is EVP of Compass Rail IV Corporation, that the foregoing Memorandum of Lease was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Michelle Chan*  
Notary Public  
My commission expires 9/3/05

LESSEE:

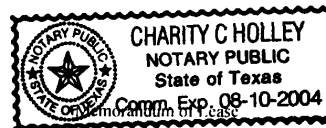
CCC Transport Company

By: *Kim K.T. Pan*  
Title: CFO  
Dated: 1-30-02

State of Texas )  
County of Harris )

On this 30th day of January, 2002, before me personally appeared Kim K.T. Pan, to me personally known, who being by me duly sworn says that such person is CFO of CCC Transport Company, that the foregoing Memorandum of Lease was signed on behalf of said corporation by authority of its board of directors, and such person acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Charity C. Holley*  
Notary Public  
My commission expires 08/10/04



Schedule 1 to Memorandum of Lease

RAILCARS

Twenty-five (25) existing 5701 cfc, 100 ton. Center Flow® covered hopper cars built by ACF in 1975 equipped with interior linings, ACF #5131 outlet gates, ten 20" circular hatches and 263# GRL, bearing car marks specified below:

RAIX	57127
RAIX	57138
RAIX	57139
RAIX	57143
RAIX	57144
RAIX	57145
RAIX	57148
RAIX	57159
RAIX	57161
RAIX	57165
RAIX	57166
RAIX	57167
RAIX	57171
RAIX	57176
RAIX	57177
RAIX	57178
RAIX	57179
RAIX	57182
RAIX	57183
RAIX	57190
RAIX	57197
RAIX	57200
RAIX	57204
RAIX	57207
RAIX	57211